

RECORDING REQUESTED BY
AND WHEN RECORDED MAIL TO:

Stanford G. Ladner, Esq.
O'Melveny & Myers LLP
153 East 53rd Street
New York, New York 10022

RECORDATION NO. 24099-A FILED

SEP 10 '02 4-51 PM

SURFACE TRANSPORTATION BOARD

SHORT FORM OF EQUIPMENT MORTGAGE AND PLEDGE AGREEMENT

This Short Form of Equipment Mortgage and Pledge Agreement is made and dated as of the 10th day of September, 2002, by and among, **WASHINGTON METROPOLITAN AREA TRANSIT AUTHORITY**, a body corporate and politic created and existing under and by virtue of a compact between the State of Maryland, the Commonwealth of Virginia and the District of Columbia (the "**Mortgagor**") and having an address at 600 Fifth Street, NW, Washington, DC 20001 and **WMATA 2002 TRUST KBC A**, a Delaware statutory business trust (the "**Mortgagee**"), having an address in care of Wilmington Trust Company, 1100 North Market Street, Wilmington, Delaware 19890-0001:

A. The Mortgagor desires to grant a security interest and lien as described below to Mortgagee, and Mortgagee desires to obtain such security interest and lien, on the terms and conditions set forth in that certain Equipment Mortgage and Pledge Agreement, of date even herewith (the "**Equipment Mortgage**"), which by this reference is incorporated herein and made a part hereof as if set forth at length.

B. The Mortgagor and Mortgagee desire to record this Short Form of Equipment Mortgage and Pledge Agreement in order to give constructive notice with the U.S. Surface Transportation Board of Mortgagee's security interest in the Equipment.

In consideration of the foregoing recitals, and for other good and allowable consideration, the receipt and sufficiency of which are hereby acknowledged, the Mortgagor and Mortgagee agree as follows:

1. **Property Subject to Equipment Mortgage:** Mortgagor hereby grants a mortgage, security interest in and lien upon the following: (a) the Equipment described in Exhibit A attached hereto and incorporated herein by reference (the "**Equipment**"); (b) all rights, claims and causes of action, if any, that the Mortgagor may have against any Person in respect of the foregoing; and (c) all property received upon the sale, exchange, collection of any and all of the foregoing.

2. **Conflict With Equipment Mortgage:** In the event of any conflict between this Short Form of Equipment Mortgage and Pledge Agreement and the Equipment Mortgage, the terms, covenants and conditions of the Equipment Mortgage shall control.

3. **Counterparts:** This Short Form of Equipment Mortgage and Pledge Agreement may be executed in one or more counterparts, but there shall be only one original. Signature pages may be detached from multiple separate counterparts and attached to a single counterpart so that all signature pages are physically attached the same instrument, which shall be the original of the Short Form of Equipment Mortgage and Pledge Agreement.

IN WITNESS WHEREOF, the Mortgagor and Mortgagee have executed this Short Form of Equipment Mortgage and Pledge Agreement as of the date first above written.

MORTGAGOR:

**WASHINGTON METROPOLITAN AREA
TRANSIT AUTHORITY**

By: 

Name

Title:

MORTGAGEE:

WMATA 2002 TRUST KBC A

By: Wilmington Trust Company, not in its
individual capacity but solely as Trustee

By: _____

Name

Title:

IN WITNESS WHEREOF, the Mortgagor and Mortgagee have executed this Short Form of Equipment Mortgage and Pledge Agreement as of the date first above written.

MORTGAGOR:

**WASHINGTON METROPOLITAN AREA
TRANSIT AUTHORITY**

By: _____
Name
Title:

MORTGAGEE:

WMATA 2002 TRUST KBC A

By: Wilmington Trust Company, not in its
individual capacity but solely as Trustee

By: _____
Name
Title: **W. Chris Sponenberg**
Vice President

EXHIBIT A

Short Form Equipment Mortgage
Pledge Agreement (WMATA-KBC-A)
NY1:858862.1

Exhibit A

Equipment Description	Running Number
AAI/CAF Series 5000 Railcar	5010
AAI/CAF Series 5000 Railcar	5011
AAI/CAF Series 5000 Railcar	5012
AAI/CAF Series 5000 Railcar	5013
AAI/CAF Series 5000 Railcar	5014
AAI/CAF Series 5000 Railcar	5015
AAI/CAF Series 5000 Railcar	5032
AAI/CAF Series 5000 Railcar	5033
AAI/CAF Series 5000 Railcar	5016
AAI/CAF Series 5000 Railcar	5017
AAI/CAF Series 5000 Railcar	5034
AAI/CAF Series 5000 Railcar	5035
AAI/CAF Series 5000 Railcar	5036
AAI/CAF Series 5000 Railcar	5037
AAI/CAF Series 5000 Railcar	5038
AAI/CAF Series 5000 Railcar	5039
AAI/CAF Series 5000 Railcar	5018
AAI/CAF Series 5000 Railcar	5019
AAI/CAF Series 5000 Railcar	5040
AAI/CAF Series 5000 Railcar	5041
AAI/CAF Series 5000 Railcar	5022
AAI/CAF Series 5000 Railcar	5023
AAI/CAF Series 5000 Railcar	5042
AAI/CAF Series 5000 Railcar	5043
AAI/CAF Series 5000 Railcar	5024
AAI/CAF Series 5000 Railcar	5025
AAI/CAF Series 5000 Railcar	5026
AAI/CAF Series 5000 Railcar	5027
AAI/CAF Series 5000 Railcar	5044
AAI/CAF Series 5000 Railcar	5045
AAI/CAF Series 5000 Railcar	5000
AAI/CAF Series 5000 Railcar	5001
AAI/CAF Series 5000 Railcar	5046
AAI/CAF Series 5000 Railcar	5047
AAI/CAF Series 5000 Railcar	5028
AAI/CAF Series 5000 Railcar	5029

**ACKNOWLEDGMENT
PURSUANT TO 49 C.F.R. § 1177.3**

I, Harold M. Bartlett, certify that I am Secretary & Chief of Staff of Washington Metropolitan Area Transit Authority ("WMATA"), a body corporate and politic created and existing under and by virtue of a compact between the State of Maryland, the Commonwealth of Virginia and the District of Columbia, that the seal affixed to the foregoing instrument is the seal of WMATA, that the instrument was signed and sealed on behalf of WMATA by authority of its Board of Directors, and that I acknowledge that the execution of the foregoing instrument was the free act and deed of WMATA. I further declare under penalty of perjury that the foregoing is true and correct.

Executed on September ____, 2002.

Harold M. Bartlett
Name: Harold M. Bartlett
Title: Secretary & Chief of Staff

ACKNOWLEDGMENT
PURSUANT TO 49 C.F.R. § 1177.3

I, W. Chris Sponenberg, certify that I am Vice President
of Wilmington Trust Company, the Trustee of WMATA 2002 TRUST KBC A, a Delaware
statutory business trust, that the instrument was signed and sealed on behalf of the Trust by
authority of its Trustee, and that I acknowledge that the execution of the foregoing instrument
was the free act and deed of the Trust. I further declare under penalty of perjury that the
foregoing is true and correct.

Executed on September ____, 2002.



Name:

Title:

W. Chris Sponenberg
Vice President

Certificate that Copy is Complete and Identical

The undersigned hereby certifies that:

A. He/She has compared the attached copy of Short Form of Equipment Mortgage and Pledge Agreement to the original and has found the copy to be complete and identical in all respects to the original document.

B. He/she declares under penalty of perjury that the foregoing is true and correct and that this certificate was executed at 11:45 as of September 10, 2002.

Martin Bagley